



**ENTERED**

TAWANA C. MARSHALL, CLERK  
THE DATE OF ENTRY IS  
ON THE COURT'S DOCKET

The following constitutes the ruling of the court and has the force and effect therein described.

A handwritten signature in black ink, appearing to read "Russell Stul", is written over a horizontal line.

Signed June 3, 2009

United States Bankruptcy Judge

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE NORTHERN DISTRICT OF TEXAS**

In re:

KITTY HAWK, INC. et al.,

Debtors.

MICHAEL UPDIKE and DORBIN SANTOS on behalf of  
themselves and all others similarly situated,

Plaintiffs.

v.

KITTY HAWK CARGO, INC., KITTY HAWK, INC.,  
KITTY HAWK GROUND, INC., and KITTY HAWK  
AIRCARGO, INC,

Defendants.

Chapter 11

Bankruptcy No. 07-44536

Adv. Pro. No. 07-04179

**ORDER OF FINAL APPROVAL OF SETTLEMENT AGREEMENT  
RESOLVING WARN ACT CLAIMS AND APPROVING CLASS COUNSEL'S  
REQUEST FOR ATTORNEYS' FEES**

This matter came before the Court for final hearing pursuant to the *Order (I)*  
*Preliminarily Approving Settlement Agreement Resolving WARN Act Claims; (II)*  
*Approving the Form and Manner of Notice to Class Members of the Proposed*  
*Settlement; (III) Scheduling a Final Fairness Hearing for Approval of the Settlement; and*

*(IV) an Order Finally Approving the Settlement Including Class Counsel's Request for Fees Following the Fairness Hearing* (the "Preliminary Order") (bankruptcy docket # 1046) of this Court, dated April 13, 2009, on the *Joint Motion for (A) an Order (I) Preliminarily Approving Settlement Agreement Resolving WARN Act Claims; (II) Approving the Form and Manner of Notice to Class Members of the Proposed Settlement; and (III) Scheduling a Final Fairness Hearing for Approval of the Settlement; and (B) an Order Finally Approving the Settlement Including Class Counsel's Request for Fees Following the Fairness Hearing* (the "Motion") (bankruptcy docket # 1028) of the parties for approval of the settlement (the "Settlement") and pursuant to the Notice approved by this Court on April 13, 2009 (the "Notice"); and

Class Counsel having filed on April 20, 2009 an *Affidavit of Mailing of Notice of Proposed Settlement* (bankruptcy docket # 1047), mailed postage prepaid to all Class Members, addressed to their last known address contained in the records of the Debtors, confirming that all Class Members were timely served with the Notice in accordance with the Preliminary Order; and

Debtors' counsel having filed on April 22, 2009 a *Certificate of Service* (bankruptcy docket # 1052) confirming that all parties identified on the approved Limited Service List in the Debtors' bankruptcy cases were served with the Notice; and

Class Counsel having filed on May 29, 2009 a *Declaration of No Objections to Proposed Settlement* (adversary docket # 43) reflecting that no objections by Class Members to the Settlement were received by Class Counsel; and

A fairness hearing having been held on June 1, 2009 at which no objections were raised;

Due and adequate notice having been given to the Class Members as required in said Order and all other parties entitled to notice in the Debtors' bankruptcy cases, and the Court having considered all papers filed and proceedings had herein and otherwise being fully informed in the premises and good cause appearing therefore,

IT IS HEREBY ORDERED, ADJUDGED AND DECREED that:

1. The Motion is hereby GRANTED in its entirety.
2. This Order incorporates by reference the definitions in the Settlement, and all terms used herein shall have the same meanings set forth in the Settlement.
3. This Court has jurisdiction over the subject matter of the Action and over all parties to the Action, including all Class Members.
4. Pursuant to Rule 23 of the Federal Rules of Civil Procedure, and Bankruptcy Rule 7023, this Court has previously certified a Class.
5. Pursuant to Fed. R. Civ. P. 23 and Bankruptcy Rule 7023, this Court hereby approves the Settlement and finds that the Settlement is, in all respects, fair, just, reasonable and adequate to the Class Members.
6. The Action and all claims contained therein are dismissed with prejudice as to the Class Representatives, other Class Members and as against the Defendants. The Parties are to bear their own costs.
7. The Court finds that the Settlement is fair, just, reasonable and adequate as to each of the Parties, and that the Settlement is hereby finally approved in all respects, and the Parties are hereby directed to perform its terms.
8. The Notice approved by this Court on April 13, 2009, was the best notice practicable under the circumstances. The Notice provided the best notice practicable

under the circumstances of those proceedings and of the matters set forth therein, including the proposed Settlement, to all persons entitled to such notice, and the Notice fully satisfied the requirements of Fed. R. Civ. P. 23 and Bankruptcy Rule 7023 and the requirements of due process.

9. Class Counsel, Outten & Golden LLP, is hereby awarded attorneys' fees of 33 1/3%.

10. No other fees, costs or expenses may be awarded to Outten & Golden LLP in connection with the Action or any related action. The Fees and Expenses shall be paid to Outten & Golden LLP in accordance with the terms of the Settlement.

11. The Court finds that no just reason exists for delay in entering final judgment in accordance with the Settlement. Accordingly, the Clerk is hereby directed to enter this Order forthwith.

**### END OF ORDER ###**